

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **FEB 22 2018**

AMERICAN EXCEPTIONALISM INSTITUTE  
INC  
PO BOX 320972  
ALEXANDRIA, VA 22320

Employer Identification Number:  
82-1152730  
DLN:  
17053276305027  
Contact Person:  
GINGER L JONES ID# 31646  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
April 30  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
April 13, 2017  
Contribution Deductibility:  
No  
Addendum Applies:  
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(4). This letter could help resolve questions on your exempt status. Please keep it for your records.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-NC" in the search bar to view Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

*Stephen A. Martin*

Director, Exempt Organizations  
Rulings and Agreements

Letter 948

17053276305027

Form **1024**  
 Nov. September 1953;  
 Department of the Treasury  
 Internal Revenue Service

# Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

It is requested that the applicant  
 attach a copy of the application to the  
 appropriate agency.

Read the instructions for each Part carefully. A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- ☒ Section 501(c)(3)—Charitable, educational, or other organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- ☐ Section 501(c)(4)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits (Schedule E, page 13)
- ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- ☐ Section 501(c)(12)—Recreational, athletic, or other organizations (Schedule G, page 15)
- ☐ Section 501(c)(13)—Comptrollers, crematoria, and life corporations (Schedule H, page 16)
- ☐ Section 501(c)(14)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- ☐ Section 501(c)(25)—Aged, organized, minority unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- ☐ Section 501(c)(29)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)		2 Employer identification number (EIN) (if none, see specific instructions page 2)
American Exceptionalism Institute, Inc.		82 : 1152730
1b No Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed
1c Address (number and street)		Chris Macisco
P.O. Box 320972		
1d City, town or post office, state, and ZIP + 4. If you have a foreign address, see specific instructions for Part I, page 2		( 614 ) 421-7490
Alexandria, VA 22320		
1e Web site address	4 Month the annual accounting period ends	5 Date incorporated or formed
	April	April 13, 2017

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? ☐ Yes ☒ No  
 If "Yes," attach an explanation.

7 Has the organization filed federal income tax returns or exempt organization information returns? ☐ Yes ☒ No  
 If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

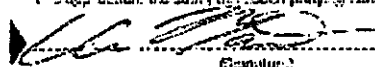
8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws. See Statement 5.
- ☐ Trust— Attach a copy of the Trust Instrument or Agreement, including all appropriate signatures and dates.
- ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalty of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined the application and accompanying schedules and attachments, and to the best of my knowledge and belief the information is true, correct, and complete.

PREPARED BY  
 SIGN  
 DATE

  
 (Signature)

Chris Macisco President 9/7/17  
 (Type or print name and title or authority of signer) (Date)

See Voluntary Recognition Act Notice on page 5 of the instructions.

OMB No. 1545-0057

17152017276001

**Part II. Activities and Operational Information (Must be completed by all applicants)**

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- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

**See Statement 1**

- 
- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

**The Organization Intends to solicit non-deductible contributions from the general public, including individuals and organizations that are permitted to make contributions to the Organization.**

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**Part II. Activities and Operational Information (continued)****3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<b>Chris Macisco (Director, President, Treasurer, and Secretary)</b> <b>P.O. Box 320972, Alexandria, VA 22320</b>	<b>\$0</b>

**4** If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.**N/A****5** If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).**N/A****6** If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.**N/A****7** State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.**The Organization has no members, other than directors.****8** Explain how your organization's assets will be distributed on dissolution.**See Statement 2**

**Part II. Activities and Operational Information (continued)**

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No  
 If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No  
 If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No  
 If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No  
 If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No  
 If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No  
 If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☒ Yes ☐ No  
 If "Yes," explain in detail and list the amounts spent or to be spent in each case.

See Statement 3

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No  
 If "Yes," attach a recent copy of each.  
 The Organization has not published any pamphlets, brochures, newsletters, journals, or similar printed materials. Please see Statement 1, which describes the Organization's plans.

**Part III. Financial Data (Must be completed by all applicants)**

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 5/1/17 To 4/30/18	4/13/17 4/30/17 (b)	FYE 4/30/19 (c)	FYE 4/30/20 (d)	
1 Gross dues and assessments of members	0.	0.	0.	0.	0.
2 Gross contributions, gifts, etc.	25,000.	0.	150,000.	150,000.	325,000.
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0.	0.	0.	0.	0.
4 Gross amounts from unrelated business activities (attach schedule)	0.	0.	0.	0.	0.
5 Gain from sale of assets, excluding inventory items (attach schedule)	0.	0.	0.	0.	0.
6 Investment income (see page 3 of the instructions)	0.	0.	0.	0.	0.
7 Other revenue (attach schedule).	0.	0.	0.	0.	0.
8 Total revenue (add lines 1 through 7)	25,000.	0.	150,000.	150,000.	325,000.
<b>Expenses</b>					
9 Expenses attributable to activities related to the organization's exempt purposes.	10,000.	0.	80,000.	100,000.	190,000.
10 Expenses attributable to unrelated business activities	0.	0.	0.	0.	0.
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).	0.	0.	7,500.	15,000.	22,500.
12 Disbursements to or for the benefit of members (attach schedule)	0.	0.	0.	0.	0.
13 Compensation of officers, directors, and trustees (attach schedule)	0.	0.	0.	0.	0.
14 Other salaries and wages.	0.	0.	0.	0.	0.
15 Interest	0.	0.	0.	0.	0.
16 Occupancy	0.	0.	0.	0.	0.
17 Depreciation and depletion	0.	0.	0.	0.	0.
18 Other expenses (attach schedule) See Statement 4	15,000.	0.	20,000.	24,000.	59,000.
19 Total expenses (add lines 9 through 18)	25,000.	0.	107,500.	139,000.	271,500.
20 Excess of revenue over expenses (line 8 minus line 19)	0.	0.	42,500.	11,000.	53,500.

**B. Balance Sheet (at the end of the period shown)**

Assets		Current Tax Year as of 8/31/17	
1 Cash		1	0.
2 Accounts receivable, net		2	0.
3 Inventories		3	0.
4 Bonds and notes receivable (attach schedule)		4	0.
5 Corporate stocks (attach schedule)		5	0.
6 Mortgage loans (attach schedule)		6	0.
7 Other investments (attach schedule)		7	0.
8 Depreciable and depletable assets (attach schedule)		8	0.
9 Land		9	0.
10 Other assets (attach schedule)		10	0.
11 Total assets		11	0.
<b>Liabilities</b>			
12 Accounts payable		12	0.
13 Contributions, gifts, grants, etc., payable		13	0.
14 Mortgages and notes payable (attach schedule)		14	0.
15 Other liabilities (attach schedule)		15	0.
16 Total liabilities		16	0.
<b>Fund Balances or Net Assets</b>			
17 Total fund balances or net assets		17	0.
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18	0.

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

American Exceptionalism Institute, Inc.

EIN: 82-1152730

Addendum to Application for Recognition of Exemption (Form 1024)

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**STATEMENT I**  
**PART II, Line I**  
**Activities and Operational Information**

Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

Response: The Organization was organized under the laws of the State of Ohio on April 13, 2017. The Organization was not formed for the private gain of any person, but for the purpose of bringing about civic betterments and social improvements. More specifically: American Exceptionalism Institute (AEI) was founded with the goal of researching and proposing domestic and foreign policies that promote the general welfare of the American people and assert America's traditional role as a leading nation on the world stage.

**I. Past and Present Activities**

Since its incorporation, AEI has focused on organizational matters, identifying legal and accounting compliance specialists, and fundraising activities.

**II. Planned Activities**

**Research and Policy Analysis (15%)**

Research and policy analysis will focus on identifying and proposing alternative policies that will promote a more secure and prosperous future. As part of the research and policy analysis process, AEI will engage public policy experts and data analysts to formulate specific public policy proposals. AEI will also conduct activities aimed at measuring public opinion of existing policies and support for adopting alternative policies.

AEI's research and policy development activities will promote social welfare because they will form the foundation of the organization's public education and issue advocacy programs, which are discussed in detail below. The IRS has recognized that conducting research and analysis, particularly when coupled with public education or issue advocacy activities, promotes social welfare. *See, e.g.,* Rev. Rul. 64-313, 1964-2 C.B. 146 (granting exemption under 501(c)(4) to an organization created to (1) study and develop methods of achieving simplicity and dignity in funeral and memorial services, and (2) educate and inform its members and the public as to the results of such study).

### **Public Education (70%)**

Utilizing research generated by AEI and other publicly available sources, AEI plans to produce educational communications on existing public policies and alternative policy options. The educational communications will be distributed to communities across the country impacted by current public policy and those potentially impacted by AEI's proposed policy alternatives. While yet to be determined, AEI has identified the following mediums for communication delivery: e-mail, websites, mailings, television, radio, digital advertising, and social media. AEI expects to retain the services of qualified individuals and firms to assist in the development of the organization's educational communications.

AEI's public education activities will promote social welfare by providing useful information to the public. The IRS has consistently recognized that "inform[ing] the public by educational methods on a subject of public interest and concern" promotes social welfare. Rev. Rul. 68-656, 1968-2 C.B. 216. "The education of the public on such a subject is deemed beneficial to the community because society benefits from an informed citizenry." *Id.* Moreover, even if an "organization advocates the adoption of a particular position, its activities nevertheless are designed to increase the knowledge and understanding of the public on the entire subject." Rev. Rul. 76-81, 1976-1 C.B. 156. Such educational activities "promot[e] in some way the common good and general welfare of the people of the community. ..." *Id.*

### **Issue Advocacy and Grassroots Lobbying Activities (15%)**

AEI issue advocacy and grassroots lobbying activities to promote the organization's public policy proposals to address societal challenges and urge the public to support the organization's positions on key issues. It is possible that AEI will disseminate public communications through the mediums described above in the public education section. Communications may encourage citizens to engage in the legislative process by urging the public to contact public officials. It is also possible that the organization will provide a digital platform for concerned citizens to communicate directly with their elected officials. This platform will allow citizens to sign petitions, send e-mails and other digital communications to public officials, and forward information produced by AEI to others. AEI will engage qualified individuals or firms to build the digital platform.

AEI's issue advocacy and grassroots lobbying activities promote social welfare because "[t]he seeking of legislation germane to the organization's programs is recognized ... as a permissible means of attaining social welfare purposes." Rev. Rul. 68-656. On numerous occasions, the IRS has concluded that organizations primarily engaged in advocating a particular point of view on an issue of public concern, through lobbying and public education, qualify for exemption under Section 501(c)(4). *See, e.g.,* Rev. Rul. 67-293, 1967-2 C.B. 185 (organization substantially engaged in promoting legislation to protect or otherwise benefit animals is exempt under Section 501(c)(4); Rev. Rul. 71-530, 1971-2 C.B. 237 (organization formed to represent the public interest at legislative and administrative hearings on tax matters is exempt under Section 501(c)(4)).



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STATEMENT 2

PART II, Line 8

Activities and Operational Information

8. Explain how your organization's assets will be distributed on dissolution.

Response: According to the Organization's articles of incorporation (attached):

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations described in sections 501(c)(3) or 501(c)(4) of the Code, as the Board of Directors shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in an action brought in accordance with section 1702.49(D)(2)(c) of the Ohio Revised Code (or the corresponding provision of any subsequent Ohio law), exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

American Exceptionalism Institute, Inc.

EIN: 82-1152730

Addendum to Application for Recognition of Exemption (Form 1024)

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STATEMENT 3

PART II, Line 15

Activities and Operational Information

15. Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? If "Yes," explain in detail and list the amounts spent or to be spent in each case.

To date, the Organization has not engaged in any political campaign activity (i.e., attempting to influence the selection, nomination, election, appointment, or defeat of candidates for federal, state, or local public office or an office in a political organization). Although the Organization does not have any specific plans to engage in political campaign activity at this time, if the Organization does engage in any such activity, it will be within the limitations allowed under the Internal Revenue Code and applicable IRS regulations, and will be funded with nondeductible contributions received by the Organization.

American Exceptionalism Institute, Inc.

EIN: 82-1152730

Addendum to Application for Recognition of Exemption (Form 1024)

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**STATEMENT 4**  
**PART III, Line 18**  
**Financial Data**

**18. Other expenses**

<b>Expense ↓ Year→</b>	<b>(a) FYE 4/30/18</b>	<b>(b) 4/13/17 to 4/30/17</b>	<b>(c) FYE 4/30/19</b>	<b>(d) FYE 4/30/20</b>
Fundraising	\$2,500	\$0	\$8,000	\$8,000
Legal	\$10,000	\$0	\$8,500	\$12,500
Accounting	\$2,500	\$0	\$1,500	\$1,000
Travel	\$0	\$0	\$500	\$1,000
Miscellaneous	\$0	\$0	\$1,500	\$1,500
<b>TOTALS</b>	<b>\$15,000</b>	<b>\$0</b>	<b>\$20,000</b>	<b>\$24,000</b>

American Exceptionalism Institute, Inc.

EIN: 82-1152730

Addendum to Application for Recognition of Exemption (Form 1024)

Page 6 of 6

**STATEMENT 5**

**Articles of Incorporation and Bylaws**

**See attached**



DATE	DOCUMENT ID	DESCRIPTION	FILING	OVER PAYMENT	EXPED	CERT	COPY
04/17/2017	201710303186	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

BAILEY CAVALIERI LLC  
10 WEST BROAD STREET, SUITE 2100  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted  
4017864

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
AMERICAN EXCEPTIONALISM INSTITUTE, INC.

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC NONPROFIT CORP - ARTICLES**

Effective Date: 04/13/2017

Document No(s):

**201710303186**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
17th day of April, A.D. 2017.

*Jon Husted*  
Ohio Secretary of State

Form 532B Prescribed by:

Date Electronically Filed: 4/13/2017

**JON HUSTED**  
Ohio Secretary of StateCentral Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (787-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Bussan@OhioSecretaryofState.gov](mailto:Bussan@OhioSecretaryofState.gov)**Initial Articles of Incorporation**  
(Nonprofit, Domestic Corporation)  
**Filing Fee: \$99**  
(114-ARN)First: Name of Corporation Second: Location of Principal office in Ohio  
City:  State:   
County: Effective Date (Optional)   
mm/dd/yyyy (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

Third: Purpose for which corporation is formed

**\*\*Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

**\*\*Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of American Exceptionalism Institute, Inc.

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

JAMES G. RYAN, ESQ.

Name

10 WEST BROAD STREET, SUITE 2100

Mailing Address

COLUMBUS

City

OHIO

State

43215

Zip Code

Must be signed by the  
incorporators or a  
majority of the  
incorporators

JAMES G. RYAN

Signature

Signature

Signature

## ACCEPTANCE OF APPOINTMENT

The Undersigned,

JAMES G. RYAN, ESQ.

Statutory Agent Name

, named herein as the

Statutory agent for

American Exceptionalism Institute, Inc.

Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

JAMES G. RYAN

Individual Agent's Signature / Signature on behalf of Business Serving as Agent

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

JAMES G. RYAN

Signature

By

Print Name

Signature

By

Print Name

Signature

By

Print Name



ARTICLES OF INCORPORATION  
OF  
AMERICAN EXCEPTIONALISM INSTITUTE, INC.

Additional Provisions

**THIRD: Purposes.** This Corporation is organized, and shall be administered and operated, not for profit, but exclusively for the promotion of social welfare, as provided in section 501(c)(4) of the Internal Revenue Code of 1986, and any regulations promulgated pursuant thereto, or corresponding provisions of any subsequent federal tax laws (hereinafter collectively referred to as the "Code"), and:

(a) To promote the common good and general welfare of the citizens of the United States of America;

(b) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount, value, or distribution, except such limitations as may be provided herein or imposed by law; and

(c) To do such other lawful acts or activities to accomplish the foregoing purposes, as contemplated by Section 501(c)(4) of the Code and Chapter 1702 of the Ohio Revised Code.

**FOURTH: Restrictions.**

(a) No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, member, or trustee of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes;

(b) The Corporation shall not engage in any excess benefit transactions as described in Section 4958 of the Code; and

(c) Notwithstanding any other provision of these articles, the Corporation shall not engage in any activities not permitted to be engaged in by a corporation described in sections 501(c)(4) of the Code.

**FIFTH: Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations described in sections 501(c)(3) or 501(c)(4) of the Code, as the Board of Directors shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in an action brought in accordance with section 1702.49(D)(2)(c) of the Ohio Revised Code (or the corresponding provision of any subsequent Ohio law), exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**BYLAWS**  
**of**  
**AMERICAN EXCEPTIONALISM INSTITUTE, INC.**

**Article I**  
**ORGANIZATION**

American Exceptionalism Institute, Inc. (hereinafter the "Corporation") is a 501(c)(4) nonprofit organization, incorporated under the laws of the State of Ohio. It is governed by the American Exceptionalism Institute Board of Directors.

**Article II**  
**PURPOSE**

1. The Corporation is governed by and operates under Chapter 1702 of the Ohio Revised Code (hereinafter, "Ohio Nonprofit Corporation Law.") The Corporation is specifically entitled to the benefits of the terms and provisions of that law.
2. The Corporation is organized and will be operated not for profit or for the private gain of any person, but exclusively for the promotion of social welfare, as provided primarily in section 501(c)(4) of the Internal Revenue Code of 1986 (and any corresponding provisions of any subsequent federal tax laws, hereinafter collectively referred to as the "Code"), and also for educational purposes as provided in section 501(c)(3) of the Code.
3. In support of its express purposes, as set forth in its Articles of Incorporation and to be set forth in greater detail in the Corporation's Application for Recognition of Exemption (Form 1024) to be filed with the Internal Revenue Service, the Corporation is authorized to conduct all lawful affairs for which nonprofit corporations may be incorporated under the laws of the State of Ohio, but limited to those activities permissible under section 501(c)(4) of the Code.
4. The Corporation is authorized to receive and administer funds for the benefit of the Corporation or its successors, and to take, hold, and dispose of any property in such manner as, within the limits of these bylaws or imposed by law, the Board of Directors determines will best promote the purposes of the Corporation.

**Article III**  
**MEMBERSHIP**

The Members of the Corporation will consist of the Directors of the Corporation.

Article IV  
BOARD OF DIRECTORS

1. *Power of Directors.* Subject to the limitations of the Articles of Incorporation, Ohio Nonprofit Corporation Law, and the duties of Directors as prescribed by these Bylaws, all corporate powers will be exercised by or under the authority of the Board of Directors, which will also control all the business and affairs of the Corporation.
  - a. *General Powers as to Negotiable Paper.* The Board will, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and will designate the officer or officers, agent or agents, who will from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.
  - b. *Powers as to Other Documents.* The Board may authorize any officer or agent to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation; such authority may be general or confined to specific instances. When the Board has specifically authorized the execution of any contract, conveyance, or other instrument without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President or any Vice-President, by the Secretary or any Assistant Secretary, or by the Treasurer or any Assistant Treasurer.
2. *Number.* The number of Directors on the Board will be determined from time to time by the Board. Such number may never be less than one and never more than nine.
3. *Election and Term.* Directors will be elected by the vote of the majority of the Board at the Annual Meeting of the Corporation and will serve one year terms.
4. *Compensation.* Directors may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board.
5. *Resignation.* Any Director may resign at any time by giving written notice to the Corporation.
6. *Removal.* Any Director may be removed with or without cause at any time by a majority vote of all of the Directors at a regular meeting or special meeting called for such purpose. The Director being considered for removal is entitled to not less than seven days' written notice of the meeting at which the Director's removal is to be considered. The Director is not entitled to vote on removal and will not be counted for purposes of determining whether the majority vote requirement has been satisfied. The term of office

of a Director who has been removed pursuant to this Section will immediately terminate, and there will be a vacancy in the Board.

7. *Vacancies.* Any vacancy or vacancies in the Board, from whatever cause arising, may be filled by the vote of a majority of the remaining Directors. A Director elected to fill a vacancy will be elected to fulfill the unexpired term of that Director's predecessor in office.

#### Article V OFFICERS

1. *Election of Officers.* At the Annual Meeting of the Board, the Directors will elect a President of the Corporation (who may also be called the "Executive Director"), a Treasurer, and a Secretary. Additionally, the Board may, from time to time, elect or appoint: a Chairman of the Board; Vice Chairman of the Board; one or more Vice Presidents; an Assistant Secretary; an Assistant Treasurer; or such other officers and agents as may be desirable. The Directors will also define the duties of these officers. Unless sooner removed, all officers will hold office until the next annual election and until their successors will be elected and qualify. The same person may hold more than one office. Nothing herein may be construed to prohibit a Director from serving as an officer of the Corporation.
2. *Chairman of the Board.* The Chairman of the Board will preside over all meetings of the Board and will have such other powers and duties as may be determined by the Board.
3. *President.* The President will be the chief executive officer of the Corporation and will exercise the general management of the affairs of the Corporation, will have all the powers and perform all the duties usually incident to the office of President, and will have such other powers and perform such other duties as may be assigned to him or her by the Board. The President is authorized to execute on behalf of the Corporation all documents to be filed with the Internal Revenue Service. Unless otherwise decided by the Board, the President will serve as a nonvoting, *ex officio* member of the Board and all Committees. In the absence of the Chairman, the President will preside over meetings of the Board.
4. *Vice Presidents.* Each Vice President will have such powers and perform such duties as will be prescribed by the Board or by the President. The Vice Presidents, in the order designated by the Board of Directors or, lacking such designation, by the President, will, in the absence or disability of the President, perform the duties and exercise the powers of the President.
5. *Secretary.* The Secretary, or a person designated by the Secretary (hereinafter, the "Secretary"), will give notice of all meetings of the Board and all other notices required

- by law or by these Bylaws. The Secretary will record all the proceedings of the meetings of the Board in a book or books to be kept for that purpose, and will keep a register of the address of each Director as furnished to the Secretary from time to time by that Director, and will make all proper changes in such register, retaining and filing authority for all such entries. The Secretary will perform such other duties as will be assigned to him or her by the Board or by the President. The Assistant Secretary will have such powers and will perform such duties as may be assigned to him or her by the Board, the President, or the Secretary.
6. *Treasurer.* Unless otherwise decided by the Board, the Treasurer of the Corporation, or a person designated by the Treasurer (hereinafter, the "Treasurer"), will have custody of all funds, securities, evidences of indebtedness, and other valuable documents of that corporation. The Treasurer will receive and give receipts and acquittances for moneys paid to the Corporation, will pay out the funds of the Corporation, and will keep and have general supervision of the books of account of the Corporation. Whenever required by the Board or by the President of the Corporation, the Treasurer will render a financial statement. The Treasurer will have such other powers and shall perform such other duties as may be prescribed by the Board or by the President. If required by action of the Board, the Treasurer shall give the Corporation a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board will prescribe. The Assistant Treasurer will have such powers and shall perform such duties as may be assigned to him or her by the Board, the President, or the Treasurer.
7. *Compensation.* The officers of the Corporation may receive such reasonable compensation for their services as may be fixed by the Board from time to time, provided that no Director who is also an officer may vote on his or her compensation.
8. *Term of Office.* The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. Subject to the provisions of any contract of employment, an officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Board will have the power to fill any vacancies in any offices occurring for whatever reason.
9. *Removal.* Subject to the provisions of any contract of employment, any officer may be removed summarily either with or without cause at any time by the Board. However, in the event that one of the officers to be removed is also a Director, that person will not be able to vote on his or her removal. Subject to the provisions of any contract of employment, the President may at any time with or without cause remove from office any subordinate officer or agent not appointed by the Board.

Article VI  
MEETINGS OF DIRECTORS

1. *Annual Meeting.* The annual meeting of the Board will be held at such time and at such place as the Board may determine, for the purpose of electing or appointing Directors or Officers for the ensuing year and for the transaction of such other business as may properly be brought before the meeting. Notice of the time and place of the annual meeting will be given in the manner hereinafter provided.
2. *Regular Meetings.* Regular meetings of the Board may be held at such time and at such place as the Board may determine. Notice of the time and place of regular meetings will be given in the manner hereinafter provided.
3. *Special Meetings.* Special meetings of the Board may be called by the President at the direction of a majority of the Directors. Such meeting will be held at such time and at such place as the Board may determine. Notice of the time and place of the meeting will be given in the manner hereinafter provided.
4. *Quorum.* A majority of the Directors then in office will constitute a quorum for the transaction of business by the Board.
5. *Majority Vote.* Unless otherwise provided, if a quorum is present, all matters submitted to the Board will be determined by a majority vote of the Directors present at a duly constituted meeting of the Board.
6. *Notice of Meeting.* Written notice of the time, place, and purpose for a regular or special meeting must be sent by mail, fax, or email, or be delivered personally to each Director. If sent by mail, the notice must be addressed to each Director at the place designated by that Director or, in the absence of such designation, at that Director's home address as it appears on the books of the Corporation. Such notice must be delivered not less than three days prior to the date fixed in the notice of the meeting, except notice of an annual meeting must be delivered no less than fourteen days prior to the date fixed in the notice of the meeting.
7. *Waiver of Notice.* Attendance of a Director at any meeting will constitute a waiver of notice of such meeting, unless the Director's express purpose for attending such meeting is to object to the transaction of any business because the meeting is not lawfully called or conveyed.
8. *Conduct of Meetings.* The Chairman of the Board of Directors will preside at all meetings thereof. In the absence of the Chairman, the Vice Chairman will preside, and in the absence of both, the voting members of the Board of Directors who are present will choose from among themselves a Chairman *pro tempore*. The Secretary of the Board of

Directors will act as Secretary of all meetings thereof, but in the absence of the Secretary, the person chairing the meeting will appoint a Secretary *pro tempore*.

9. *Adjournment.* A quorum of the Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.
10. *Validation of Defectively Called or Noticed Meetings.* If a quorum is present at a meeting of the Board of Directors and if, either before or after the meeting, each of the absent Directors or any Director who, though present, has prior to the meeting protested the lack of proper notice to him signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof, the transactions of that meeting, however called and noticed or wherever held, will be as valid as though conducted at a meeting duly held after regular call and notice. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
11. *Action without Meetings.* Any action which may be taken at a meeting of the Board may be taken without a meeting by the unanimous vote of the Directors if such action is evidenced by a writing or writings signed by all the Directors and filed with the records of the proceedings of the Corporation. Action taken pursuant to this Section may be by facsimile or electronic mail signed by the Director as follows: "vs: Name of Director." The Secretary or Assistant Secretary (or person designated thereby) will be responsible for storing the electronic records and filing printed copies with the records of the proceedings of the Corporation.
12. *Telephonic Conferences.* A Director may participate in a meeting of the Board by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

#### Article VII COMMITTEES

The Board may designate one or more committees by resolution, each committee to consist of two or more Directors or one Director and one Officer. Each committee, to the extent provided in the resolution creating the same, will have and may exercise the powers of the Board in the management of the property, business, and affairs of the Corporation, and may have power to authorize the corporate signature or seal of the Corporation to be affixed to all documents which may require it. The Committee, by the vote of a majority of its members, may fix its rules of procedure, determine its manner of acting, and fix the time and place of its meetings and.

unless the Board will otherwise by resolutions provide may specify what notice thereof, if any, will be given. Such committee may also take action without meeting by the unanimous consent in a writing or writings signed by a majority of all committee members. The Board will have power to change the members of any such committee at any time, to fill vacancies therein, and to discharge any committee or to remove any member thereof, at any time, either with or without cause.

#### Article VIII ADVISORY BOARDS

The Board by resolution may designate one or more advisory boards, to be comprised of individuals who are not then acting Directors or Officers. Each advisory board and member thereof will serve in an advisory capacity only, and will have no voting power or authority to bind the Corporation unless such power or authority is specifically provided in the resolution creating the advisory board. The Board will have power to change the members of any such advisory board at any time, to fill vacancies therein, and to discharge any advisory board or to remove any member thereof, at any time, either with or without cause.

#### Article IX INDEMNIFICATION AND INSURANCE

1. All the provisions of Ohio Nonprofit Corporation Law will govern the indemnification of persons who are or were Members, Directors, or Officers, each of whom will be indemnified by the Corporation to the fullest extent permitted by that Law.
2. All the provisions of Ohio Nonprofit Corporation Law will govern the purchase and maintenance of insurance by the Corporation on behalf of any person who is or was a Member, Director, or Officer of the Corporation.
3. The provisions of Ohio Revised Code Section 1702.12(E)(5) concerning advancement of expenses do not apply to the Corporation.

#### Article X RESTRICTIONS ON ACTIVITIES

The Corporation is not formed for the pecuniary gain or profit of, and no part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons; provided, that the corporation may pay reasonable compensation for services rendered, make payments and distributions in furtherance of its purposes, and distribute its assets on dissolution in accordance with these articles. Notwithstanding any other provision of these articles, the Corporation will not carry on any



activities not permitted to be carried on by a corporation described in sections 501(c)(4) and exempt from taxation under section 501(a) of the Code.

## Article XI DISSOLUTION

Upon the dissolution of the Corporation, the Board will wind up the affairs of the Corporation as speedily as practicable and, after paying or adequately providing for the payment of all known obligations of the Corporation, will distribute the remainder of the assets of the Corporation exclusively for the purposes of the Corporation or to organizations organized and operated exclusively for the purposes of the Corporation described in section 501(c)(3) or 501(c)(4) of the Code in such manner as the Board shall determine. Any such assets not so distributed will be applied in accordance with the laws of the State of Ohio.

## ARTICLE XII CONFLICT OF INTEREST POLICY

1. *Purpose.* The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. *Definitions.*
  - a. *Interested Person.* Any Member, Director, Officer, or Officer's designee, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b. *Compensation* includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - c. *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

[Note: A financial interest is not necessarily a conflict of interest. Under Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate

governing board or committee decides that a conflict of interest exists.]

3. *Procedures.*

- a. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- b. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the person will leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors will decide if a conflict of interest exists.
- c. *Procedures for Addressing the Conflict of Interest.*
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The Chairman of the Board will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the Board will determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board will determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.
- d. *Violations of the Conflicts of Interest Policy.*
  - i. If the Board has reasonable cause to believe a Director or Officer has failed to disclose actual or possible conflicts of interest, it will inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose.

- ii. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.
4. *Records of Proceedings.* The minutes of the Board meeting will contain:
  - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
5. *Compensation.*
  - a. A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.
  - b. No Director who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board regarding compensation.
6. *Annual Statements.* Each Director and Officer will annually sign a statement which affirms each person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy, and
  - c. Has agreed to comply with the policy.

Article XIII  
BOARD REVIEW OF IRS FORM 990

It is the Corporation's policy to submit a draft of its annual IRS Form 990 along with related schedules and forms (collectively, the "Form 990") to the Board of Directors prior to the filing of the Form 990 with the Internal Revenue Service. While neither approval nor review of

the Form 990 by the Board is required under federal law, the Corporation's Form 990 will be provided to each Director (by hard copy, facsimile, or email) at least three days before the Form 990 is filed with the IRS. Official action by the Board is not required in order for the Form 990 to be filed, but each Board member is encouraged to review and approve the Form 990.

Article XIV  
**POLICY ON SUSPECTED MISCONDUCT, DISHONESTY,  
FRAUD, AND WHISTLEBLOWER PROTECTION**

1. *Reporting and Investigation.* If any Member, Director, Officer, or employee of the Corporation knows of or has a suspicion about misconduct, dishonesty or fraud, that person should notify the President. If the alleged wrongdoing concerns the President, then the person should notify another Director or Officer of the Corporation instead. If the President or other Officer of the Corporation receives information about misconduct, dishonesty or fraud, he or she will inform the Board (or, alternately, the Executive Committee, if such a Committee exists), which will determine the procedure for investigating all credible allegations.
2. *Privacy.* At all times, the privacy and reputation of individuals involved will be respected. There will no punishment or other retaliation for the reporting of conduct under this Article. If the person providing the information requests anonymity, this request will be respected to the extent that doing so does not impede any investigation.

Article XV  
**PUBLIC INSPECTION OF RECORDS**

1. *IRS Forms.* It is the Corporation's policy to fully comply with all federal (and, to the extent they are not preempted, state) public disclosure requirements, including the requirement to allow inspection of IRS Forms 990, 990-T, and 1024. The Corporation will fulfill all requests for the forms made in writing or in person in accordance with the applicable public disclosure requirements.
2. *Governing Documents.* If the governing documents (Articles of Incorporation and Bylaws) of the Corporation are subject to the federal public disclosure rules (or state public disclosure rules), these documents will be made publicly available as applicable law may require. Otherwise, the governing documents will be provided to the public at the discretion of the President after consultation with its tax and professional advisors.

Article XVI  
MISCELLANEOUS PROVISIONS

1. *Corporate Seal.* The Corporation may adopt a seal. If adopted, the seal will be circular in form, and shall contain the name of the Corporation, and the year of its creation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.
2. *Fiscal Year.* The fiscal year for the Corporation will be as set forth in the Corporation's Form 1024 Application or Form 990, whichever Form is filed first with the IRS.
3. *Location of Records.* The records of the Corporation will be located in Franklin County, Ohio, unless and until a different place is established by resolution of the Board.
4. *Books and Records.* The Corporation will keep correct and complete books and records on account and will also keep minutes of the proceedings of its Board and committees.
5. *Parliamentary Procedure.* To the extent applicable and not inconsistent with these Bylaws, Robert's Rules of Order will govern the proceedings of the Board.

Article XVII  
AMENDMENTS TO BYLAWS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws will be vested in the Board, and said power may be exercised by the vote of a majority of the Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose will be given by resolution of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Ohio Nonprofit Corporation Law or the Articles of Incorporation.

**CERTIFICATE**

The undersigned hereby certifies that the foregoing is a true and correct copy of the  
BYLAWS of American Exceptionalism Institute adopted by such Corporation as of the date set  
forth below

Dated this 23<sup>rd</sup> day of April, 2017.

  
CHRIS MACISCO